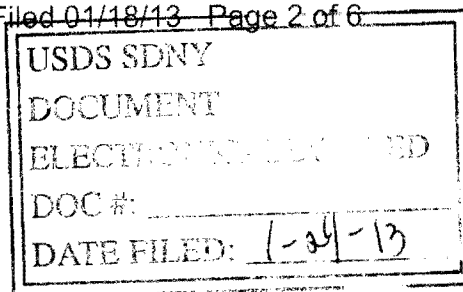


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



-----X
IN RE BANK OF AMERICA CORP.
SECURITIES, DERIVATIVE, AND
EMPLOYEE RETIREMENT INCOME
SECURITY ACT (ERISA) LITIGATION
-----X

Master File No. 09 MDL 2058 (PKC)

-----X
THIS DOCUMENT RELATES TO
All Derivative Actions
-----X

PKC
**~~PROPOSED~~ ORDER SETTING SCHEDULE FOR APPLICATION
FOR ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES**

Lead Counsel and Counsel for the Delaware Shareholders having filed a Motion to Approve Notice and Set Schedule for Applications for Attorneys' Fees and Reimbursement of Expenses that is currently before the Court; and

The Court, having read and considered the Motion and all accompanying papers thereto, with all capitalized terms contained in this Order having the same definitions as set forth in the Stipulation and Amendment thereto (collectively, the "Stipulation"), and any inconsistencies between the Stipulation and this Order being controlled by the language of the Stipulation:

NOW, THEREFORE, IT IS HEREBY ORDERED that:

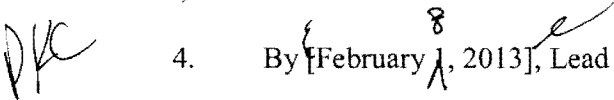
1. A hearing (the "Fee Hearing") shall be held on March 29, 2013, at 2 p.m., Eastern Time, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl ^S Street, Courtroom 12C, New York, New York 10007, to:

PKC *PKC*

- a) Consider the application of Lead Counsel for attorneys' fees and reimbursement of expenses, and any objections thereto;
- b) Consider the application of Delaware Shareholders' Counsel for attorneys' fees and reimbursement of expenses, and any objections thereto; and
- c) rule on such other matters as the Court may deem appropriate.

2. The Court approves the Notice of Fee Hearing in the form of the press release attached as Exhibit A hereto, and finds that such form, and method of notice as set forth below, constitutes the best notice practicable under the circumstances, constitutes due and sufficient notice of the Fee Hearing to all persons entitled to receive such notice and fully satisfies the requirements of due process, Local Civil Rule 23.1.1, and all other applicable law.

3. Within seven (7) calendar days of entry of this Order: (a) Lead Counsel and Counsel for the Delaware Shareholders shall cause to be published via a national wire service a press release, substantially in the form of Exhibit A hereto, providing information regarding the deadlines related to the Fee Hearing and the amount of the fees and expenses sought by Lead Counsel and Counsel for the Delaware Shareholders, and jointly incur the costs thereof; and (b) BAC shall cause the NY Fee Application, Delaware Fee Application, the press release, substantially in the form of Exhibit A hereto, and this Order to be posted on the Settlement Website, and incur the costs thereof.

 4. By ⁸February 1, 2013, Lead Counsel shall file an application for an award of attorneys' fees in an amount not to exceed \$13 million, and for reimbursement of their expenses incurred in prosecuting the case in an amount not to exceed \$700,000 (the "NY Fee Application"). By the same date, counsel for the Delaware Shareholders shall file a separate application for an award of attorneys' fees in an amount of \$10.625 million, and for

reimbursement of their expenses incurred of \$1,750,000.00 (the "Delaware Shareholders' Fee Application").

5. Any BAC Stockholder who objects to any aspect of the NY Fee Application or the Delaware Shareholders' Fee Application may appear in person or by his, her or its attorney at the Fee Hearing and present evidence or argument that may be proper and relevant; *provided, however*, that, except for good cause shown, no person other than Lead Counsel, counsel for the Delaware Shareholders and counsel for Defendants and BAC shall be heard, and no papers, briefs, pleadings or other documents submitted in connection with the fee applications shall be considered by the Court unless, not later than ^{March 1} ~~February 22~~, 2013]: (a) a statement of objections; (b) the grounds for such objections; and (c) proof of ownership of BAC common stock as of June 19, 2012 and continuing through the date of the Fee Hearing, as well as all documents or writings such person desires the Court to consider, are filed by such person with the Court, and, on or before such filing, are served by hand or mail on each of the following counsel of record:

Lead Counsel for Lead Plaintiffs:

Joseph E. White, III, Esq.
Lester R. Hooker, Esq.
Brandon T. Grzandziel, Esq.
SAXENA WHITE P.A.
2424 N. Federal Highway, Suite 257
Boca Raton, Florida 33431

Lewis S. Kahn, Esq.
Michael A. Swick, Esq.
Albert M. Myers, Esq.
Melinda Nicholson, Esq.
KAHN SWICK & FOTI, LLC
206 Covington Street
Madisonville, Louisiana 70447

Counsel for Delaware Shareholders:

Paul O. Paradis, Esq.
Michael A. Schwartz, Esq.

Efrat Pellet, Esq.
HORWTIZ, HORWITZ & PARADIS,
ATTORNEYS AT LAW
570 Seventh Avenue, 20th Floor
New York, New York 10018

Counsel for Defendants:

Lawrence Portnoy, Esq.
Charles S. Duggan, Esq.
Brian M. Burnovski, Esq.
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017

Counsel for BAC:

Mitchell A. Lowenthal, Esq.
Lewis J. Liman, Esq.
Jennifer Kennedy Park, Esq.
CLEARY GOTTlieb STEEN
& HAMILTON LLP
One Liberty Plaza
New York, New York 10006

Brad S. Karp, Esq.
Daniel J. Kramer, Esq.
Audra J. Soloway, Esq.
PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019

6. Any BAC Stockholder who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding unless the Court orders otherwise.

7. All reply papers in further support of the NY Fee Application and Delaware Shareholders' Fee Application shall be filed and served by ~~March 8, 2013~~ ^{March 15, 2013} *PKC*.

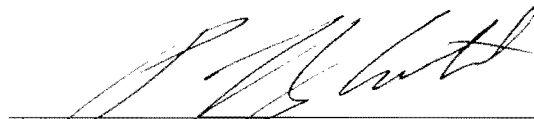
8. The Court may, for good cause, extend any of the deadlines set forth in this Order without further notice to BAC Stockholders, and the Court retains jurisdiction to consider all further matters arising out of or connected with the Settlement.

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IT IS SO ORDERED.

Dated:

Jan 24, 2013


THE HONORABLE P. KEVIN CASTEL
UNITED STATES DISTRICT JUDGE

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9. Without this Court expressing a view on the merits of the application, the notice (Exhibit A) should reflect that Mr. Pinsky seeks an attorney's fee, as well.

Media contact(s): Saxena White P.A.
(561) 394-3399

Kahn Swick & Foti, LLC
(504) 455-1400

Saxena White P.A. and Kahn Swick & Foti, LLC Announce the Hearing on Attorneys' Fees and Expenses Relating to the Settlement of the Bank of America Corp. Stockholder Derivative Litigation

New York, NY (date of release). The following statement is being issued by Saxena White P.A. and Kahn Swick & Foti, LLC regarding the Bank of America Corp. Stockholder Derivative Litigation.

UNITED STATES DISTRICT COURT, SOUTHERN DISTRICT OF NEW YORK

In re Bank of America Corp. Securities, Derivative,
and Employee Retirement Income Security Act (ERISA) Litigation
Master File No. 09 MD 2058 (PKC)
This Document Relates to: Consolidated Derivative Action

NOTICE OF HEARING ON ATTORNEYS' FEES AND EXPENSES

TO: ALL RECORD AND BENEFICIAL OWNERS OF BANK OF AMERICA CORP. COMMON STOCK AS OF JUNE 19, 2012, WHO CONTINUE TO OWN SUCH SHARES ("BAC STOCKHOLDERS"):

This Notice is given pursuant to an Order of the United States District Court for the Southern District of New York (the "Court"), to inform you of a hearing on attorneys' fees and expenses (the "Fee Hearing") in the above-captioned derivative action (the "Action"). The Fee Hearing arises out of the Settlement of this Action that resolves claims, brought derivatively on behalf of Bank of America Corporation ("BAC"), against certain of its current and former directors alleging violations of Section 14(a) of the Securities Exchange Act of 1934 and certain breaches of fiduciary duty in connection with BAC's acquisition of Merrill Lynch & Co., Inc., which closed on January 1, 2009. On January 11, 2013, the Court approved the Settlement as fair, adequate and reasonable to BAC. The Settlement results in a \$62.5 million cash payment to BAC, and the implementation of corporate governance reforms addressing the alleged deficiencies that led to the Action, including the creation of a new board-level committee to oversee major acquisitions by BAC; modifications to the charter of BAC's Disclosure Committee to ensure more systematic oversight of the Bank's acquisition-related disclosures; changes to BAC's corporate governance guidelines related to director education requirements for BAC directors; and amendments to the charter of the Enterprise Risk Committee (ERC) of the BAC board of directors relating to the attendance of certain corporate officers at ERC meetings.

You are hereby notified that a hearing will be held on _____, 2013, at _____, before the Honorable P. Kevin Castel, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl

Street, Courtroom 12C, New York, NY 10007, for the purpose of determining whether the applications for attorneys' fees and expenses should be approved. Lead Counsel for Lead Plaintiffs Saxena White P.A., 2424 N. Federal Hwy., Ste. 257, Boca Raton, FL 33431 and Kahn Swick & Foti, LLC, 206 Covington St., Madisonville, LA 70447, along with Liaison Counsel for Lead Plaintiffs The Law Offices of Curtis V. Trinko, LLP, 16 W. 46th St., 7th Floor, New York, NY 10036, are seeking an amount not to exceed \$13 million in attorneys' fees, to be divided between them, plus an amount not to exceed \$700,000 in expenses actually incurred. Kahn Swick & Foti, LLC will share a portion of any fee it receives with the Brannon Law Firm, LLC, 3500 North Hullen St., Metairie, LA 70002. Counsel for the Delaware Shareholders, Horwitz, Horwitz & Paradis, Attorneys at Law, 570 Seventh Ave., 20th Floor New York, NY 10018; Wolf Haldenstein Adler Freeman & Herz LLP, 270 Madison Ave. New York, NY 10016; and Chimicles & Tikellis LLP, 222 Delaware Ave., Suite 1100, P.O. Box 1035, Wilmington, DE 19899, along with their former co-counsel in the Delaware derivative action entitled, *In Re Bank of America Corporation Stockholder Derivative Litigation*, C.A. No. 4307-CS (Del. Ch. Ct.), Rosenthal Monhait & Goddess, P.A., Evangelista & Associates, LLC, James A. Dunlap, Jr. & Associates LLC, and Law Offices of James V. Bashian, P.C., are separately seeking \$10.625 million in attorneys' fees, to be divided between them, plus \$1,750,000.00 in expenses actually incurred. If approved by the Court, these amounts will be paid out of the \$62.5 million cash payment received by BAC as a result of the Settlement.

If you are a current BAC Stockholder, you may object to the request for attorneys' fees and expenses by Lead Counsel, Counsel for the Delaware Shareholders, or both. Any objection to the request(s) for attorneys' fees and expenses must be filed with the Clerk of the Court (Honorable P. Kevin Castel, United States District Court, Southern District of New York, 500 Pearl Street, New York, NY 10007) in this case numbered 09 MD 2058 (PKC), no later than _____, 2013, and served by hand or first class mail (postage prepaid) for delivery by the same date on Lead Counsel and Counsel for the Delaware Shareholders (at the addresses listed in the previous paragraph), and on counsel for Defendants (at the address listed below).

Lawrence Portnoy, Esq.
Charles S. Duggan, Esq.
Brian M. Burnovski, Esq.
DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017

Mitchell A. Lowenthal, Esq.
Lewis J. Liman, Esq.
Jennifer Kennedy Park, Esq.
CLEARY GOTTlieb STEEN
& HAMILTON LLP
One Liberty Plaza
New York, New York 10006

Brad S. Karp, Esq.
Daniel J. Kramer, Esq.
Audra J. Soloway, Esq.
PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019

You must include with your objection (a) a statement indicating that you object to all or part of counsels' request for fees and/or reimbursement of costs; (b) the grounds for such

objection; and (c) proof of ownership of BAC common stock as of June 19, 2012 and continuing through the date of the Fee Hearing, as well as all documents or writings you would like the Court to consider. Any BAC Stockholder who fails to object in the manner described above shall be deemed to have waived the right to object (including any right of appeal) and shall be forever barred from raising such objection in this or any other action or proceeding unless the Court orders otherwise.

For more information, or to obtain a copy of the Order Approving Notice and Setting Schedule for Applications for Attorneys' Fees and Reimbursement of Expenses, as well as the memoranda of law in support of counsels' requests for attorneys' fees and expenses, you may visit the website www.bankofamericaderivativesettlement.com. Should you have any other questions regarding the Fee Hearing, please contact Lead Counsel for Lead Plaintiffs or counsel for the Delaware Shareholders:

Lead Counsel for Lead Plaintiffs:

Lewis S. Kahn, Esq.
KAHN SWICK & FOTI, LLC
206 Covington Street
Madisonville, Louisiana 70447
(504) 455-1400

Joseph E. White, III, Esq.
SAXENA WHITE P.A.
2424 N. Federal Highway, Suite 257
Boca Raton, Florida 33431
(561) 394-3399

Counsel for Delaware Shareholders:

Paul O. Paradis, Esq.
Michael A. Schwartz, Esq.
HORWITZ, HORWITZ & PARADIS, ATTORNEYS AT LAW
570 Seventh Avenue – 20th Fl.
New York, New York 10018
(212) 986-4500

**PLEASE DO NOT CALL OR WRITE THE COURT OR DEFENDANTS
REGARDING THIS NOTICE.**

DATED: _____, 2013 BY ORDER OF THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK